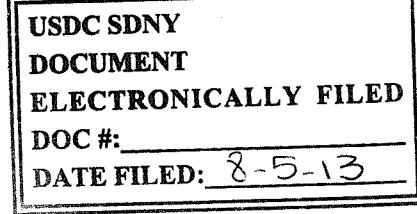


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



LOUISIANA MUNICIPAL POLICE	:	
EMPLOYEES RETIREMENT SYSTEM,	:	
Individually on Behalf of Itself and All	:	
Others Similarly Situated,	:	
Plaintiff,	:	No. 13 Civ. 0933
- against -	:	<u>PRELIMINARY APPROVAL</u>
 		<u>ORDER</u>
ALTERRA CAPITAL HOLDINGS	:	
LIMITED, W. MARSTON BECKER,	:	
MICHAEL O'REILLY, JAMES D. CAREY,	:	
MERYL D. HARTZBAND, WILLIS T.	:	
KING, JR., JAMES L. ZECH, MARIO P.	:	
TORSIELLO, K. BRUCE CONNELL,	:	
JAMES H. MACNAUGHTON, W.	:	
THOMAS FORRESTER, STEPHAN F.	:	
NEWHOUSE, ANDREW H. RUSH,	:	
MARKEL CORPORATION, and	:	
COMMONWEALTH MERGER	:	
SUBSIDIARY LIMITED,	:	
Defendants.	:	

**ANDREW L. CARTER, JR., United States District Judge:**

WHEREAS, the Court received the Stipulation and Agreement of Compromise and Settlement dated June 20, 2013 (the "Agreement") that has been entered into by and between the Louisiana Municipal Police Employees Retirement System ("Plaintiff"), on behalf of itself as well as members of the Settlement Class (as defined below), and defendants W. Marston Becker, Michael O'Reilly, James D. Carey, Meryl D. Hartzband, Willis T. King, Jr., James L. Zech, Mario P. Torsiello, K. Bruce Connell, James H. Macnaughton, W. Thomas Forrester, Stephan F. Newhouse, Andrew H. Rush, Alterra Capital Holdings Limited ("Alterra"), Markel Corporation, and Commonwealth Merger Subsidiary Limited (collectively "Defendants");

**WHEREAS**, Plaintiff has moved the Court for an Order pursuant to Federal Rule of Civil Procedure 23(e), seeking, *inter alia*, to preliminarily certify a class for settlement purposes and preliminarily approve the proposed settlement of the above-captioned action, as embodied in the Agreement, and for dismissal of the Action against the Defendants upon the terms and conditions set forth in the Agreement;

**NOW**, upon the consent of both Plaintiff and Defendants, after review and consideration of the Agreement filed with the Court and the exhibits annexed thereto,

**IT IS HEREBY ORDERED** that:

1. The Court hereby grants preliminary approval of the proposed Settlement upon the terms and conditions set forth in the Agreement. The Court preliminarily finds that the terms of the proposed Settlement are fair, adequate and reasonable and comply with Rule 23(e) of the Federal Rules of Civil Procedure. The Court further finds that, for purposes of the Settlement, (a) the Settlement Class is ascertainable, (b) the members of the Settlement Class are so numerous that joinder is impracticable, (c) there are questions of law and fact common to the Settlement Class members which predominate over any individual questions, (d) the representative plaintiff's claims are typical of the claims of the Settlement Class members, (e) the Class Representatives and Class Counsel have fairly, adequately, reasonably, and competently represented and protected the interests of the Settlement Class throughout the litigation, and (f) a class action is superior to other available methods for the fair and efficient adjudication of the controversy.
2. The Court certifies, for settlement purposes only, a non-opt-out Settlement Class pursuant to Fed. R. Civ. P. 23(b)(1) consisting of all record holders and beneficial owners of

Alterra common stock who held such stock at any time during the period beginning on and including December 19, 2012, through and including May 1, 2013, including any and all of their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns or transferees, immediate and remote, and any Person acting for or on behalf of, or claiming under, any of them, and each of them, together with their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and transferees. Excluded from the Settlement Class are the Defendants and their respective immediate family members, directors, partners, direct or indirect parent or subsidiary entities, and any other Person over whom or which any Defendant exercises sole or exclusive control.

3. For the purposes of this Settlement, Plaintiff is provisionally appointed as representative of the Settlement Class (“Class Representative”), and pursuant to Fed. R. Civ. P. 23(g), O’Bell, LLC, the Brannon Law Firm, LLC and Glancy Binkow & Goldberg LLP are provisionally appointed as Class Counsel for the Settlement Class.
4. The Court approves the form of the Notice of Pendency of Class Action, Proposed Settlement, Settlement Hearing and Right to Appear attached as Exhibit B to the Agreement (Dkt. No. 29), and finds such Notice constitutes adequate notice to the Settlement Class Members pursuant to Fed. R. Civ. P. 23(c)(2)(A).
5. Within twenty-eight days from the entry of this Order, Alterra shall mail or cause to be mailed the Notice to all Settlement Class Members who will be bound by the provisions of Paragraphs 6, 7 and 8 of the Agreement, and Alterra shall pay all reasonable costs and

expenses incurred in mailing such Notice.

6. The Settlement Hearing shall be held on **October 25, 2013 at 10 : 00 a.m.** before the honorable Andrew L. Carter, Jr., United States District Judge, at the United States District Court for the Southern District of New York, 40 Foley Square, New York, NY 10007, Courtroom 1306, to consider (i) whether Plaintiff is an adequate representatives of the Settlement Class, (ii) whether the Settlement is fair, reasonable, adequate and in the best interests of the Settlement Class, (iii) whether the Order and Final Judgment should be entered, (iv) any objections to the Settlement, (v) the Fee Application (defined in paragraph 15 of the Agreement), and any objections thereto, and (vi) any such other matters as the Court may deem necessary and appropriate. The Settlement Hearing may, from time to time and without further notice to the Settlement Class Members, be continued or adjourned by order of the Court. The time and place of the Settlement Hearing shall be included in the Notice sent to Settlement Class Members.
7. Any Settlement Class Member who objects to the terms of Agreement, the proposed Settlement, the settlement class action determination, the entry of the Order and Final Judgment approving the Settlement and/or the Fee Application, or who otherwise wishes to be heard at the Settlement Hearing, may appear in person or by her, his, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; **provided, however,** that no Person (other than the Parties) shall be heard, and no papers, briefs, pleadings or other documents submitted by any such Person shall be received and considered by the Court, unless no later than ten (10) calendar days prior to the Settlement Hearing, that Person has served, by hand or overnight delivery upon each of the counsel for the Parties to these actions, to wit:

<p>Paul M. Brannon BRANNON LAW FIRM, LLC 3500 North Hull Street Metairie, LA 70002 Telephone: (504) 456-8696 Facsimile: (504) 456-8697 pmb@brannonlawfirm.com</p> <p><b><i>Counsel for Plaintiff and the Settlement Class</i></b></p>	<p>Eric J. O'Bell O'BELL, LLC 3500 North Hull Street Metairie, LA 70002 Telephone: (504) 456-8677 Facsimile: (504) 456-8653 eric@ghwlegal.com</p> <p><b><i>Counsel for Plaintiff and the Settlement Class</i></b></p>
<p>Brian P. Murray Gregory B. Linkh GLANCY BINKOW &amp; GOLDBERG LLP 77 Water Street, Suite 721 New York, NY 10005 Telephone: (646) 722-4180 Facsimile: (310) 201-9160 bmurray@glancylaw.com glinkh@murrayfrank.com</p> <p><b><i>Counsel for Plaintiff and the Settlement Class</i></b></p>	<p>Maeve O'Connor, Esq. DEBEVOISE &amp; PLIMPTON LLP 919 Third Avenue New York, NY 10022 Telephone: (212) 909-6315 Facsimile: (212) 872-1002 mloconnor@debevoise.com</p> <p><b><i>Counsel for Defendants Markel Corporation and Commonwealth Merger Subsidiary Limited</i></b></p>
<p>Robert H. Pees, Esq. AKIN GUMP STRAUSS HAUER &amp; FELD, LLP One Bryant Park New York, NY 10036 Telephone: (212) 872-1070 Facsimile: (212) 872-1002 rpees@akingump.com</p> <p><b><i>Counsel for Defendants Alterra Capital Holdings Limited, W. Marston Becker, Michael O'Reilly, James D. Carey, Meryl D. Hartzband, Willis T. King, Jr., James L. Zech, Mario P. Torsiello, K. Bruce Connell, James H. Macnaughton, W. Thomas Forrester, Stephan F. Newhouse and Andrew H. Rush</i></b></p>	

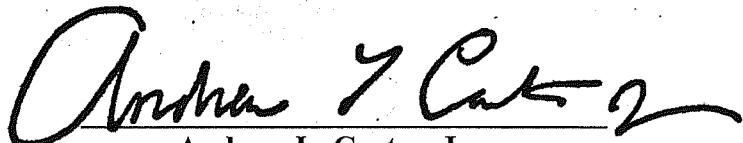
and filed with the Clerk of the United States District Court for the Southern District of New York, 40 Foley Square, New York, NY 10007, the following materials: (i) written notice of the intention to appear, (ii) a detailed statement of all of such Person's objections to any matter before the Court, including all of the grounds and/or reasons for

such Person's desiring to appear and to be heard, signed personally by such objector, (iii) documentary proof of such Person's membership in the Settlement Class, and (iv) all documents which such Person desires the Court to consider are filed by such Person with the Court. Any Settlement Class Member who does not make his, her, or its objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the Settlement as incorporated in the Agreement, unless otherwise ordered by the Court in its discretion.

8. The Court preliminarily enjoins all proceedings in the Action, other than proceedings as may be necessary to carry out the terms and conditions of the Settlement or to provide status reports to the Court, and orders that, pending final determination of whether the Settlement provided for in the Agreement should be approved, the Plaintiff and all the Settlement Class Members, or any of them, shall be barred and enjoined from commencing, prosecuting, instigating, continuing or in any way participating in the commencement or prosecution of any action asserting any or all of the Class Released Claims, either directly, representatively, derivatively or in any other capacity, against any or all of the Defendant Releasees, or challenging the Settlement, other than in the Action in accordance with the procedures established by the Court.

**SO ORDERED.**

Dated: New York, New York  
August 5, 2013



Andrew L. Carter, Jr.  
United States District Judge